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December 16, 2005

By CMF and Hand Delivery

The Honorable Joseph J. Farnan, Jr.  
United States District Court  
for the District of Delaware  
844 King Street  
Wilmington, DE 19801

Re: Magten Asset Management Corp. (In re: NorthWestern Corporation)

Dear Judge Farnan:

As Your Honor is aware, Magten Asset Management Corporation ("Magten") is currently before the Court as a party to numerous appeals and other actions arising from, or related to, the chapter 11 case of NorthWestern Corporation ("NorthWestern"). Together with the law firm of Blank Rome LLP, we serve as co-counsel to Magten in a number of the appeals and other actions currently pending before the Court. As Your Honor may recall, during the status conference on October 21, 2005, at NorthWestern's request, the parties agreed to participate in a second attempt at mediation. The mediation concluded on December 14, 2005 without a settlement. In accordance with Your Honor's directives at the October 21, 2005 hearing, we write to respectfully request that Your Honor (i) enter an order substantially in the form attached hereto as Exhibit A consolidating the litigations pending before this Court for discovery purposes and directing that discovery in those actions begin immediately; and (ii) enter an order substantially in the form attached hereto as Exhibit B appointing a Special Master to oversee the discovery process.

During the status conference on October 21, 2005, this Court stated that discovery should begin immediately and suggested that Judge Bechtel be appointed as a Special Master. Although the parties have agreed that the appointment of a Special Master is appropriate, as set forth in Magten's letter dated October 25, 2005, Magten objects to the appointment of Judge Bechtel because of his participation as a mediator in certain of the disputes between NorthWestern and Magten. Magten does, however, believe that a Special Master should be appointed as soon as possible.

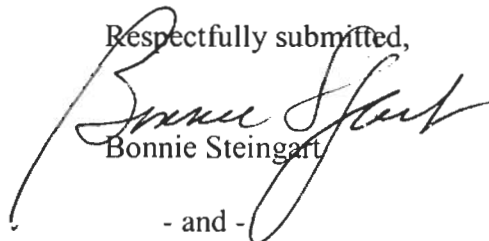
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We respectfully request that Your Honor set January 5, 2006, as the deadline for submission of the disclosures pursuant to Rule 26 of the Federal Rules of Civil Procedure. Simultaneously herewith, Magten has contacted counsel for the various defendants to schedule a telephonic conference on December 22, 2005 to discuss these disclosures. Counsel is available should Your Honor have any questions.

Respectfully submitted,



Bonnie Steingart

- and -

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